

RESOLUTION
of
Etta Scottsdale, LLC
(a Delaware Limited Liability Company)

Effective as of January 17, 2024

WHEREAS, the undersigned, being the Manager of Etta Collective, LLC, a Delaware Professional Limited Liability Company ("*Etta Collective*"), and Etta Collective being the Manager of Etta Scottsdale, LLC (the "*Company*"), has considered the financial and operational aspects of the Company's business and the recommendations of the Company's professionals and advisors, and adopts the following resolutions:

NOW, THEREFORE, BE IT RESOLVED, that, in the judgment of the Manager, it is desirable and in the best interest of the Company, its creditors, members, and other interested parties to file a petition (the "*Petition*") seeking relief under chapter 11 of title 11 of the United States Code (the "*Bankruptcy Code*"), Subchapter V, in the United States Bankruptcy Court for the District of Delaware (the "*Bankruptcy Court*");

RESOLVED FURTHER, that David Pisor (the "*Authorized Representative*") is hereby authorized and directed, on behalf of the Company, to execute the Petition and/or authorize the execution of a filing of the Petition by the Company and to cause the same to be filed with the Bankruptcy Court at such time as the Authorized Representative considers appropriate;

RESOLVED FURTHER, that the Authorized Representative shall be, and hereby is, authorized, directed, and empowered on behalf of and in the name of the Company to execute, verify, and cause to be filed such requests for relief from the Bankruptcy Court as the Authorized Representative may deem necessary, proper, or desirable in connection with the Petition, including any supporting declarations;

RESOLVED FURTHER, that the Authorized Representative is authorized to execute and file on behalf of the Company all petitions, schedules, lists, and other motions, papers, or documents, and to take any and all action that it deems necessary or proper to obtain appropriate relief for the Company, including, without limitation, any action necessary to maintain the ordinary course operation of the Company's business;

RESOLVED FURTHER, that the law firm of Goldstein & McClintock LLLP shall be, and hereby is, employed as general bankruptcy counsel for the Company in the Company's chapter 11 case;

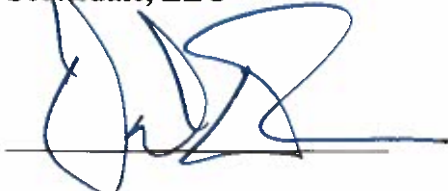
RESOLVED FURTHER, that the Authorized Representative, and any employees or agents (including counsel) designated by or directed by such Authorized Representative, shall be, and each hereby is, authorized and empowered to cause the Company to enter into, execute, deliver, certify, file, record, and perform such agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities, certificates, or other documents, and to take such other actions as, in the judgment of such Authorized Representative, shall be necessary, proper, and desirable (i) to prosecute to a successful completion the Company's chapter

11 case, (ii) to effectuate the restructuring of the Company's debt and other obligations, organizational form and structure, and ownership of the Company and its assets, consistent with the foregoing resolutions, and (iii) to carry out and put into effect the purposes of and the transactions contemplated by the foregoing resolutions; and

RESOLVED FURTHER, that all actions heretofore taken by the Authorized Representative or of the Company in connection with or otherwise in contemplation of the transactions contemplated by any of the foregoing resolutions be, and hereby are, ratified, confirmed, and approved.

IN WITNESS WHEREOF, the undersigned has executed this action by written consent as of the date first written above.

**David Pisor, not individually, but solely in his capacity
as Manager of Etta Collective, LLC, which is approving the
foregoing resolutions in its capacity as the Manager of Etta
Scottsdale, LLC**



David Pisor